

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1308.

FILED, MAY 13th, 1965.

PLACE GAS & OIL COMPANY LIMITED

Full corporate name of Company

Incorporated under Part IV of The Corporations Act (Ontario) by Letters Patent dated May 6th, 1958.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous

FILING STATEMENT Filing Statement No. 728.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(a) Underwriting agreement (see Item 6). (b) Acquisition of all remaining outstanding shares of Place Oil & Gas Company (U.K.) Limited (see Item 11). (c) Termination of interest in permit to prospect for petroleum - Northern Territory, Australia (see Item 20.)
2. Head office address and any other office address.	Suite 605, 80 Richmond Street West, Toronto, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	Clifford R. J. Smith, 41 Arjay Crescent, Willowdale, Ontario - Oil Executive - President and Director. Hon. John B. Aird, Q.C., 2 Glenallan Road, Toronto, Ontario - One of Her Majesty's Counsel - Vice-President and Director. James E. Houston, 68 Douglas Drive, Toronto, Ontario - Investment Dealer - Director. Harold W. Hunter, 374 Manchester Road, Kitchener, Ontario - Executive - Director. Vincent N. Harbinson, 298 Oriole Parkway, Toronto, Ontario - Chartered Accountant - Director. Paul E. Lafontaine, Cote des Neiges Road, Montreal, Quebec - Barrister-at-Law - Director. Alexander D. G. Reid, 447 Oriole Parkway, Toronto 7, Ontario - Investment Dealer - Director. Real Rousseau, 1961 Perrot Boulevard, Ile Perrot North, Quebec - Executive - Director. Donald C. Early, 382 Old Yonge Street, Toronto, Ontario - Investment Dealer - Director. John C. Stodgell, 46 Lawrence Crescent, Toronto, Ontario - Investment Dealer - Director. Percy G. Turner, 29 McRae Drive, Toronto, Ontario - Chartered Secretary - Treasurer. J. David S. Bohme, 300 Spadina Road, Toronto, Ontario - Barrister-at-Law - Secretary.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized - 6,000,000 shares of \$1.00 par value. Issued - 4,100,007
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None outstanding
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By agreement dated May 4th, 1965, Morgan Securities Limited agreed to purchase 200,000 shares of the Company at 60¢ per share payable forthwith after the date upon which a filing statement is accepted by The Toronto Stock Exchange and by the Canadian Stock Exchange.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	The only persons having a more than 5% interest in Morgan Securities Limited are J. E. Houston, 68 Douglas Drive, Toronto, R. H. Tetlaw, 42 Fifeshire Road, Willowdale and H. Gibson, 3259 Flynn Crescent, Cooksville, Ontario.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company proposes to drill six wells in 1965 on its Lake Erie Holdings. The proceeds of the sale of 200,000 shares of treasury stock will be used for the following purposes: (i) to advance money to the Company's subsidiary Place Oil & Gas Company (U.K.) Limited in order for it to continue geographical, seismograph and other development work on its holdings in the North Sea area; (ii) to advance money to Place Oil & Gas Company (U.K.) Limited in order that it might satisfy certain loans made to it by former shareholders; (iii) to assist in carrying out the Company's current programme on its holdings in Lake Erie.

10. Brief statement of company's chief development work during past year.	During the year 1964, the Company drilled two wells on its leasehold property in Dawn Township, both of which were non-commercial. In addition, it drilled one commercial well on its Lake Erie Holdings. The Company also holds a considerable acreage in Lake Erie jointly with Mitchell & Mitchell of Houston, Texas, and five wells were drilled on this property, four of which were commercial. The Company constructed a main pipeline and gathering system for the joint account of Mitchell & Mitchell and the Company on the jointly held property in order to market the natural gas from the eighteen jointly held wells and this work was completed during the year 1964.		
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	The Company has entered into an agreement with International Petroleum Drilling Consultants Limited, Nassau, Bahamas, to acquire from it 490 shares of Place Oil & Gas Company (U.K.) Limited in consideration of the Company issuing to International Petroleum Drilling Consultants Limited 500,000 escrowed shares of its capital stock. The Company presently owns 510 shares of the capital stock of Place Oil & Gas Company (U.K.) Limited and upon completing the above transaction it would own all the outstanding shares of this company. This agreement is subject to the Company obtaining the approval of its shareholders and its filing statement being accepted by The Toronto Stock Exchange and Canadian Stock Exchange. In determining the consideration of 500,000 escrowed shares, the directors of the Company considered an offer by an independent third party to acquire a 10% interest in oil production licence P045 in the North Sea (in which Place Oil & Gas Company (U.K.) Limited has a 45% interest) for a consideration of \$100,000 and the report of Dr. Colin Fothergill relating to this licence and to other oil and gas permits in England which are wholly owned by Place Oil & Gas Company (U.K.) Limited and the extreme interest shown by the major oil and gas companies in acquiring acreage in the areas surrounding the off-shore holdings of Place Oil & Gas Company (U.K.) Limited. Mr. C. R. J. Smith acquired his interest in Place Oil & Gas Company (U.K.) Limited at the time it was incorporated in May, 1963, for approximately \$2,000 and, in addition, he loaned that company approximately \$50,000.		
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Clifford R. J. Smith, 41 Arjay Crescent, Willowdale, Ontario, and W. Daniell Gill, Hamstead, London, England, own a greater than 5% interest in International Petroleum Drilling Consultants Limited.		
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	200,000 shares are held in escrow by Eastern & Chartered Trust Company, Toronto, subject to release only with the consent of the Board of Directors of the Company, the Ontario Securities Commission, Toronto Stock Exchange and/or any other similar regulatory body of any jurisdiction in which the shares of the Company may be qualified for sale to the public and further subject to transfer, hypothecation, assignment or other alienation only with the written consent of the Ontario Securities Commission and/or such other similar regulatory body.		
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Smith Australian Oil Co. Pty. Limited, Chin Building, Knuckey Street, Darwin, N.T., Australia.		
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Name and Address	Free Shares	Escrowed Shares
	Smith Australian Oil Co. Pty. Limited, Chin Building, Knuckey Street, Darwin, N.T., Australia.		200,000
	Houston & Co., 335 Bay Street, Toronto, Ontario.	163,400	
	Clifford R. J. Smith, 41 Arjay Crescent, Willowdale, Ontario.	96,951	
	Doherty Roadhouse & McCuaig Bros. 335 Bay Street, Toronto, Ontario.	72,000	
	Walwyn, Stodgell & Co. Ltd., 7 King Street East, Toronto, Ontario.	67,600	
	The Company has no knowledge of the beneficial ownership of the above shares other than those held by Clifford R. J. Smith.		

FINANCIAL STATEMENTS

PLACE GAS & OIL COMPANY LIMITED

(Incorporated Under The Laws Of The Province Of Ontario)

Balance Sheet As At February 28, 1965.

<u>ASSETS</u>			
<u>Current</u>			
Cash on hand	\$	450.00	
Accounts receivable less allowance for doubtful accounts		53,554.14	
Prepaid expenses		7,361.50	
Investments at cost (approximate market value \$108,000.00)		106,531.00	\$ 167,896.64
Interest in oil syndicate, at cost			29,700.00
Investment in affiliated companies, at cost:			
Shares	\$	1,544.00	
Advances		78,678.63	80,222.63
Capital Assets, at cost:			
Petroleum and natural gas interests	\$	76,313.00	
Producing wells		788,374.00	
Commercial wells, unconnected		59,539.00	
Gather systems		370,270.00	
		<u>\$1,294,496.00</u>	
Less: accumulated depreciation and depletion		<u>65,557.00</u>	1,228,939.00
Land, buildings, equipment and supplies	\$	428,769.66	
Less: Accumulated depreciation		<u>191,807.00</u>	236,962.66
			1,465,901.66
Deferred Development			547,890.11
			<u>\$2,291,611.04</u>

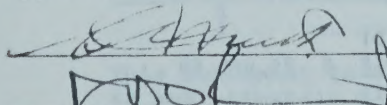
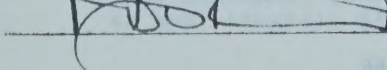
LIABILITIES

<u>Current</u>			
Bank advances (secured)	\$	59,252.77	
Accounts payable and Accrued Liabilities		44,697.27	
			<u>\$ 103,950.04</u>

SHAREHOLDERS' EQUITY

Capital Stock:				
Authorized :				
6,000,000 shares of a \$1.00 par value each				
Issued:				
	<u>Shares</u>	<u>Par value</u>	<u>Discounts</u>	
For Licenses	1,500,000.	\$1,500,000.	\$1,270,000.	
For Cash.	2,600,007.	2,600,007.	741,500.	
	<u>4,100,007</u>	<u>\$4,100,007</u>	<u>\$2,011,500</u>	\$2,088,507.00
Surplus arising from sale of capital assets				99,154.00
				<u>\$2,187,661.00</u>
				<u>\$2,291,611.04</u>

Approved on behalf of the Board:

 Director
 Director

PLACE GAS & OIL COMPANY LIMITED

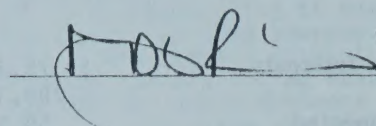
Appendix to Balance Sheet submitted dated February 28, 1965, analyzing the item shown as "Advances" to affiliated Companies, at cost - \$78,678.63:

Place Oil & Gas Company (U.K.) Limited, as per its Balance Sheet of February 28, 1965	\$ 53,405.17
North Sea Marine Drillers Limited	10,379.78
Place Gas & Oil Australia, N.L.	14,893.68
	<u>\$ 78,678.63</u>

PLACE GAS & OIL COMPANY LIMITED

We hereby certify that there have been no material changes in the February 28th, 1965 Balance Sheet and Source and Application of Funds statement between February 28th, 1965 and May 4th, 1965.

 Director

 Director

May 4th, 1965.

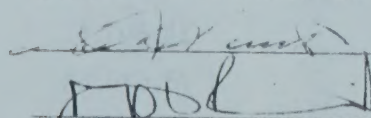
STATEMENT OF SOURCE AND APPLICATION OF FUNDS FOR THE PERIOD FROM JANUARY 1, 1964 TO DECEMBER 31, 1964.

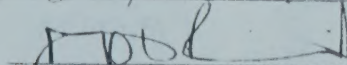
Funds provided:			
Income from Operations	\$	273,488.94	
Cost of Operations		<u>103,166.03</u>	
	\$	170,322.91	
Profit on sale of investments		<u>20,232.25</u>	\$ 190,555.16
Funds applied:			
Purchase of fixed assets	\$	197,250.31	
Deferred development and administration expenses		46,782.49	
Advances to affiliated companies		<u>43,054.04</u>	287,086.84
Decrease in working capital			<u>\$ 96,531.68</u>
Decrease in working capital represented by:			
Decrease in: Prepaid Expenses	\$	355.47	
Investments		<u>90,749.00</u>	
	\$	91,104.47	
Increase in accounts receivable		<u>54,243.38</u>	\$ 36,861.09
Increase in: Accounts Payable	\$	57,304.57	
Bank Advances		<u>2,366.02</u>	59,670.59
			<u>\$ 96,531.68</u>

FOR THE PERIOD FROM JANUARY 1, 1965 TO FEBRUARY 28, 1965

Funds provided:			
Income from Operations	\$	42,853.01	
Cost of Operations		<u>16,782.12</u>	\$ 26,070.89
Funds applied:			
Purchase of fixed assets	\$	6,783.66	
Advances to affiliated companies		<u>3,315.63</u>	10,099.29
Increase in working capital			<u>\$ 15,971.60</u>
Increase in working capital represented by:			
Decrease in: Accounts Payable	\$	53,844.73	
Less increase in Bank advances		<u>3,100.77</u>	\$ 50,743.96
Decrease in: Accounts Receivable	\$	35,316.86	
Less increase in prepaid expenses		<u>544.50</u>	34,772.36
Increase in working capital			<u>\$ 15,971.60</u>

APPROVED ON BEHALF OF THE BOARD:

 Director

 Director

PLACE OIL & GAS COMPANY (U.K.) LIMITED

Balance Sheet as at February 28, 1965

SHARE CAPITAL

Authorised - 10,000 Shares @ £1 each

Issued - 1,000 Shares @ £1 each \$ 3,027.00
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The Capital is represented by:-

CURRENT ASSETS

Bank Balance and cash on hand \$ 2,142.15

DEVELOPMENT EXPENDITURE

Seismic Surveys, Consultant Fees etc. \$ 16,953.57

Petroleum Interests including Licenses
and Application Fees 3,077.00

Administration, including travelling 16,483.24

Petroleum Interests in North Sea
held in Trust, including License
and Application Fee \$ 151,845.40

Less funds advanced by Noranda
Mines Limited and Sarcee Pet-
roleums Limited 84,358.85 \$ 67,486.55 \$104,000.36

FORMATION EXPENDITURE

942.85

\$ 107,085.36

Less:

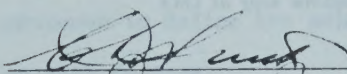
CURRENT LIABILITIES

Place Gas & Oil Company Limited \$ 53,070.32

Amount due to a Director 50,988.04 \$104,058.36

ISSUED CAPITAL \$ 3,027.00
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APPROVED ON BEHALF OF THE BOARD

 Director
 Director

This statement in Canadian dollars represents the sterling equivalent at approximately \$3.02½ to the pound, as per the Company records.

PLACE OIL & GAS COMPANY (U.K.) LIMITED

Appendix to Balance Sheet submitted dated February 28, 1965,
relating to CURRENT LIABILITIES:

Place Gas & Oil Company Limited
(as per Balance Sheet of February 28,
1965) \$ 53,070.32

Adjustment inadvertently omitted from
above item 334.85

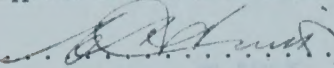
Place Gas & Oil Company Limited \$ 53,405.17

PLACE OIL & GAS COMPANY (U.K.) LIMITED
STATEMENT OF SOURCE AND APPLICATION OF FUNDS
FOR THE PERIOD FEBRUARY 28, 1965 TO APRIL 30th 1965

Funds applied:	
Deferred development and administrative expenses	\$436.30
Decrease in working capital	<u>\$436.30</u>

Decrease in working capital represented by:	
Decrease in Bank Balance	\$232.35
Increase in Accounts Payable	<u>203.95</u>
	<u>\$436.30</u>

Approved on behalf of the Board:

 Director.

Statement of Source and Application of Funds
May 31, 1964-February 28, 1965

(Can Equivalent)

Funds Applied

Deferred Development and Administrative Expenses	\$ 49,775.64
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Decrease in working capital	\$ 49,775.64
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Decrease in working capital represented by:-

Increase in Accts. Payable	\$50,403.80	
Less Increase in Bank Balance	<u>628.16</u>	<u>\$ 49,775.64</u>

ENGINEER'S REPORT

Note:- The following are excerpts from a report by G. Fothergill, Ph. D., D.I.C., A.R.S.M., F.G.S., dated December 7th, 1964, on mining claims located in the United Kingdom in the Lancaster Fells area of Lancaster and York, in Northwest England, and in the Wash and Fenland areas of East Anglia being situated in the counties of Norfolk, Cambridgeshire and Lincolnshire. A complete copy of this report is on file with the Toronto Stock Exchange.

PART I

Place Oil and Gas Company (U.K.) Limited currently holds licences for oil and gas exploration in the United Kingdom and in the offshore area of the North Sea. The geology and prospects of the onshore licences, granted under the Petroleum Production Act of 1934 and acquired in August 1963 are described in Part I of this report. Part II of the report describes, more briefly, the geology and prospects of the Production Licence in the Marine Area of the North Sea, acquired in September 1964.

Inasmuch as the geology of the onshore areas is better known than the offshore area the prospects of the former are more fully described in Part I than those of the latter in Part II of the report: but in the writer's opinion all the areas to be described, namely the Lancaster Fells, the Wash, and the North Sea Licence offer attractive prospects for oil and gas discovery under a variety of conditions each of which is described in this report.

In particular the North Sea Licence Area, where only geophysical data are available at present, forms an exploration prospect of a high order and is located in a competitive region of exploration which is highly regarded by the industry as a whole. As is shown on Map B Production licences in the United Kingdom area of the Continental Shelf have been awarded to 23 groups comprising over 50 companies and regional and local geophysical surveys in this region have indicated subsurface

structural and stratigraphical conditions most favourable to oil and gas accumulation.

In order to limit the size of the report only two maps are included: Map A which shows the areas of the United Kingdom licence held by Place Oil and Gas Co. (U.K.) and Map B showing the licence areas in the North Sea.

INTRODUCTION:

Place Oil and Gas Company (U.K.) Limited was incorporated in Great Britain on 17th May, 1963 with an authorised capital of £10,000, of which 1,000 one-pound ordinary shares have been issued. The Company was formed in order to apply for prospecting licences in the U.K. where interest in the oil and gas prospects has intensified in recent years;* and two groups of such licences were granted to the Company by the British Government under the seal of the Ministry of Power, these dating effectively from 1st August, 1963.

Recommendations for Exploration

Our initial appraisal of the oil and gas prospects of the Wash area encouraged the hope that structures would occur in the Wash area which would provide good prospects in Mesozoic, Permian and Carboniferous rocks; and in that regard an offshore well location was proposed in the northern part of the Wash area near Gibraltar Point, subject to the results of a marine seismic survey. At the same time a land based seismic survey was also proposed to define the seismic high near Spalding with a view to drilling on this feature.

This land survey has not yet been carried out but a seismic programme was carried out in the Wash area in March 1964 by Seismograph Services Limited on behalf of the Place Oil and Gas Company. This took the form of a grid of traverse lines totalling about 85 miles, making use of deep channels which trend northeast to southwest across the Wash, with a linking traverse line to evaluate the structure in the holdings which extend eastwards off the Norfolk coast. Good records were obtained by the survey and the interpretation of the results showed that the dip slope of the Mesozoic was maintained at about 1° to the northeast with local undulations on its surface.

The survey has enabled the subsurface structure of the marine area to

be tied-in with land well control which will be available for appraising the prospects of the Company's North-Sea Licence, (see Part II) and a proposal for a stratigraphic test, in the northern part of the Wash, based on the seismic data was made to the Company in June 1964.

As regards additional exploration in the Wash area it is recommended that further consideration be given to the seismic reflection survey to delineate the gravity high near Spalding, possibly using the Vibroseis technique in order to reduce costs. If such a survey proved a structure of interest, then it could be extended to cover other areas of the onshore holdings where gravity or airborne magnetometer data indicate that investigation would be profitable.

Conclusions and Summary

It will be appreciated that the Lancaster Fells and Wash Areas offer two distinct types of prospect. In the former we have structures clearly defined at surface which, in my opinion offer good prospects for oil and gas discovery with supporting evidence of favourable poro-perm conditions as well as local stratigraphic patterns in the form of reef development. By contrast the Wash area is semi-wildcat territory where seismic work is necessary to reveal local subsurface structural and stratigraphic conditions. The marine area of the Wash itself has proved to be of interest for stratigraphic prospects in the Permian and the recent oil show in Trias sandstones at Nottingham has provided an incentive for exploring Trias sandstone prospects.

In conclusion it is my firm opinion that both the Lancaster Fells and Wash areas offer attractive prospects for oil and gas discovery which warrant continued exploration as proposed in the recommendations given above.

PART 2

Production Licence (P.045); North Sea U.K. Continental Shelf

A Production Licence (P.045) was granted to Place Oil and Gas Company (U.K.) Limited in September 1964 and it comprises a group of nine blocks designated in the Petroleum (Production) (Continental Shelf and Territorial Sea) Regulations, 1964. The area of the Licence is shown on the attached Map B. It consists of the following blocks, (based on a grid of lines of latitude and longitude): 47/12A, 47/17A, 47/18, 47/19, 47/22A, 47/23A, 47/24, 47/28A, 47/29A.

As will be shown below, the Licence offers very good prospects for oil and gas discovery and there are indications for accumulation in a variety of trapping conditions.

Recommendations for Exploration:

A work programme for the Licence was submitted to the Ministry of Power in connection with the application and it was proposed therein that exploration should be carried out as follows:

It is thought that the logical sequence of exploration should be detailed conventional marine seismic reflection surveys followed by test drilling. These surveys would define structures with sufficient precision to enable exploration wells to be drilled on such of these structures which offer the best conditions for trapping of oil or gas in reservoir rocks which are predicted to occur at depth in the area.

As mentioned above, some seismic surveys have already been carried out

in the area of the Licence by other companies, and these are being investigated, but from the consideration of the data made available to us these are mainly of a reconnaissance nature and detailed surveys will be necessary in order to delineate the indicated structures as well as to locate further structures of such a size as to be of prospective interest for test drilling.

It is therefore recommended, for the first stage of exploration, that marine seismic reflection surveys be carried out by geophysical contractors over the Licence area, these surveys taking the form of a rectangular grid of traverse lines, some five miles apart, and linked to the seismic survey already carried out for Place Oil and Gas Company (U.K.) Limited in the spring of 1964, in its existing licences in the Wash area and off the Norfolk coast. Such structures of interest as are discovered by the survey would then require detailed investigation by a further seismic reflection survey, using a closer grid.

For purposes of cost estimation the first survey can be considered in terms of the programme per whole unit block (of approximately 250 sq. km. area), the estimated expenditure for which would be approximately £5,000.

A second seismic survey should then be carried out in order to provide detailed investigation of structures broadly outlined by the first survey; but until the initial programme has been carried out, and the distribution of all the structures is known, it is not possible to estimate total costs for this second survey. However, in the blocks in which prospective structures are located it is estimated that a further seismic programme costing about £5,000 per block (or equivalent area) would be necessary to define the structures with sufficient precision to locate a test well in the most favourable structural position. It is recommended that this second seismic programme should follow as soon as possible after the first survey so that a well location can be established as soon as possible.

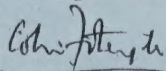
This seismic work could be completed during the summer of 1965, and it is estimated that, following an interpretation of all the geophysical and geological data it should be possible to fix locations for test drilling during the summer of next year.

Precise estimates of the drilling depths required are not possible at this stage but it is thought that wells are not likely to exceed 10,000 ft. within the area of the Licence.

CERTIFICATE

I, Colin Arnold Fothergill of the City of London, England state:

1. That I am a geologist and reside at Eves Cottage, Danbury, Essex, England.
2. That I am a professional geologist and Fellow of the Geological Society of London.
3. That I graduated from the University of London, England in 1948 with the degree of Bachelor of Science and in 1954 with the degree of Doctor of Philosophy.
4. That I have been engaged in geological work continuously for sixteen years, both as a member of the academic staff of the University of London, England; and as a consulting petroleum geologist.
5. That I have no interest, direct or indirect in the holdings described in this report; or in the shares of Place Oil and Gas Company (U.K.) Limited; but that I am, however, retained as a consultant to Place Oil and Gas Company (U.K.) Limited on a monthly basis.
6. That the foregoing report is based on field studies, a study of reports and records as filed with the Geological Survey of Great Britain, the National Coal Board, and on my knowledge of the property as stated in the report and on general knowledge of the areas.



Colin Fothergill, Ph.D.

Dated at London, England
this 7th day of December 1964.

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Clifford R. J. Smith acting together with other large shareholders referred to in item 15 might be in a position to materially affect the control of the Company.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	27,000 shares Prairie Oil Royalties Company, Ltd. - cost \$106,531.00 - market value \$97,200.00. 510 shares Place Oil & Gas Company (U.K. Limited - cost \$1,543.77 - no market value. 20 shares Place Gas & Oil Australia N.L. (wholly-owned subsidiary) cost £1 - no market value.
18. Brief statement of any lawsuits pending or in process against company or its properties.	There is one action against the Company commenced by a writ out of the Supreme Court of Ontario served in October, 1961 at the suit of J. Clarence King and Gertrude King. This is an action for alleged damages to land arising out of the laying of pipelines.
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	By farmout agreement dated July 16, 1963, Mitchell & Mitchell Properties Inc., Houston, Texas, drilled and completed during the years 1963 and 1964 ten wells in Lake Erie and thereby earned an undivided one-half interest in four licences of occupation owned by the Company. These four licences had been formerly held jointly with El Paso Natural Gas Products Company of Texas under a similar drilling arrangement, but was subsequently cancelled. By agreement dated July 31, 1964, Mitchell & Mitchell Properties Inc. acquired an undivided one-half interest in a further four licences of occupation from the Company in consideration of Mitchell & Mitchell Properties Inc. paying to the Company a cash consideration for commercial wells already drilled thereon and the drilling of eight additional wells.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	(1) In 1962 the Company acquired a 25% interest in Permit No. 41 to explore for oil and gas in the Northern Territory of Australia and Smith Australian Oil Co. Pty. Limited had the remaining 75% interest in this permit. This permit was subject to annual renewal and although extensive geological mapping and the drilling of two shallow dry holes at a total cost of approximately \$126,320.55 was carried out on the property, the Australian government did not grant the permittees' application for renewal on May 30th, 1964. As the property covered by the original permit thereupon came open for application the Company and Smith Australian Oil Co. Pty. Limited made a joint application to the Australian government on a fifty-fifty basis giving details of an extensive work programme that was proposed to be carried out on the property if the permit was granted, in January, 1965. In April, 1965, the Company was advised by the Australian authorities that this permit had been granted to an Australian oil and gas exploration company. The Company together with Smith Australian Oil Co. Pty. Limited is presently investigating the possibility of acquiring other permits and licences in Australia. (11) Place Oil & Gas Company (U.K.) Limited is the sole owner of all prospecting licences and production licences held by it relating to the United Kingdom and North Sea area except production licences (P.045) in the North Sea which is owned 45% by Place Oil & Gas Company (U.K.) Limited, 45% by Noranda Mines Limited and 10% by Sarcee Petroleum Limited (Husky Oil of Canada Limited) in accordance with an agreement made between the said parties as of the 14th day of July, 1964. In the event the area covered by this permit should be transferred to a new company, Sarcee has agreed to enter into a voting trust agreement with Noranda and to vote its shares at any meetings of shareholders at the direction of Noranda.

CERTIFICATE OF THE COMPANY

DATED May 4th, 1965.

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

PLACE GAS & OIL COMPANY LIMITED

"C. R. J. Smith"

CORPORATE
SEAL

"A. D. G. Reid"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

MORGAN SECURITIES LIMITED

"H. Gibson"

"R. H. Tetlaw"